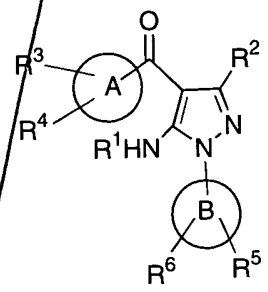
IN THE CLAIMS:

Please amend Claims as follows:

Cancel claims 1, 32 and 36-37.

33. (Amended herein) A method of treatment of a disease in a mammal treatable by administration of a p38 MAP kinase inhibitor, comprising administration to the mammal a therapeutically effective amount of a compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

A is an aryl ring;

B is an aryl ring;

R^3 is selected from the group consisting of:

(a) amino, alkylamino or dialkylamino;

(b) acylamino;

(c) optionally substituted heterocyclyl;

(d) optionally substituted aryl or heteroaryl;

(e) heteroalkyl;

(f) heteroalkenyl;

(g) heteroalkynyl;

(h) heteroalkoxy;

(i) heteroalkylamino;

(j) optionally substituted heterocyclylalkyl;

(k) optionally substituted heterocyclylalkenyl;

(l) optionally substituted heterocyclylalkynyl;

(m) optionally substituted heterocyclylalkoxy, cycloakoxy or heterocycloxy;

(n) optionally substituted heterocyclylalkylamino;

(o) optionally substituted heterocyclylalkylcarbonyl;

(p) heteroalkylcarbonyl;

(q) $-NHSO_2R^6$ where R^6 is alkyl, heteroalkyl or optionally substituted heterocyclylalkyl;

(r) $-NHSO_2NR^7R^8$ where R^7 and R^8 are, independently of each other, hydrogen, alkyl or heteroalkyl;

(s) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or $-S(O)_n-$ (where n is an integer from 0 to 2); and

R^9 is cyano, optionally substituted heteroaryl, -COOH, $-COR^{10}$, $-COOR^{11}$, $-CONR^{12}R^{13}$, $-SO_2R^{14}$, $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$, where R^{10} is alkyl or optionally substituted heterocycle, R^{11} is alkyl, and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(t) $-C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(CH_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;

(u) $-NHC(X)NR^{23}R^{24}$ where X is -O- or -S-, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(v) $-CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

(w) $-S(O)_nR^{27}$ where n is an integer from 0 to 2, and R^{27} is alkyl, heteroalkyl, optionally substituted heterocyclylalkyl, or $-NR^{28}R^{29}$ where R^{28} and R^{29} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(x) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(y) arylaminoalkylene or heteroarylaminoalkylene;

(z) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is -NH-, -N(lower alkyl)- or -O-, and R^{30}, R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl;

(aa) $-OC(O)$-alkylene-CO_2H or $-OC(O)-NR'R''$ (where R' and R" are independently hydrogen or alkyl); and

(bb) heteroarylalkenylene or heteroarylalkynylene;

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of :

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclylalkyl;

(m) optionally substituted heterocyclylalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or dialkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is selected from a group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Amended) The method of Claim 33 wherein R^3 is:

(a) optionally substituted heterocyclyl;

(b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO_2R' (where R' is alkyl) or $SO_2NHR'R''$ (where R' and R'' are independently hydrogen or alkyl);

(c) heteroalkyl;

(d) heteroalkenyl;

(e) heteroalkylamino;

(f) heteroalkoxy;

(g) optionally substituted heterocyclylalkyl, or heterocyclyloxy;

(h) optionally substituted heterocyclylalkenyl;

(i) optionally substituted heterocyclylalkynyl;

(j) optionally substituted heterocyclylalkoxy;

(k) optionally substituted heterocyclylalkylamino;

(l) optionally substituted heterocyclylalkylcarbonyl;

(k) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14}, -$SO_2NR^{15}R^{16}$ -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl;

(l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(m) arylaminoalkylene or heteroarylaminoalkylene; or

(n) Z-alkylene-$NR^{30}R^{31}$ where Z is -NH-, -N(alkyl)- or -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

3. (Amended herein) The method of Claim 2 wherein R^1 and R^2 are hydrogen; and B is phenyl.

4. (Amended herein) The method of Claim 3 wherein A is phenyl.

5. (Amended herein) The method of Claim 4 wherein R^4 is hydrogen; and R^5 is halo or alkyl.

6. (Amended herein) The method of Claim 5 wherein R^5 is chloro, fluoro or methyl; and R^6 is hydrogen, chloro, fluoro, methyl or methoxy.

7. (Amended herein) The method of Claim 5, wherein R^3 is optionally substituted heteroaryl.

8. (Amended herein) The method of Claim 7, wherein R^3 is pyridin-2-yl, pyridin-3 yl, pyridin-4-yl, N-oxidopyridin-2-yl, N-oxidopyridin-3-yl, N-oxidopyridin-4-yl or pyridon-2-yl, all optionally substituted.

9. (Amended herein) The method of Claim 8, wherein R^3 is at the 3-position.

10. (Amended herein) The method of Claim 9, wherein R^5 is 4-F and R^6 is hydrogen.

11. (Amended herein) The method of Claim 9, wherein R^5 is 2-Me and R^6 is hydrogen.

12. (Amended herein) The method of Claim 5, wherein R^3 is optionally substituted phenyl.

13. (Amended herein) The method of Claim 12, wherein R^3 is 3-sulfamoylphenyl, 3-methylsulfonylphenyl, 3-carboxyphenyl or 3-ethoxycarbonylphenyl.

14. (Amended herein) The method of Claim 13, wherein R^3 is at the 3-position.

15. (Amended herein) The method of Claim 14, wherein R^5 is 4-F and R^6 is hydrogen.

16. (Amended herein) The method of Claim 5, wherein R^3 is:

(a) heteroalkyl;
(b) heteroalkoxy;
(c) heteroalkylamino;
(d) optionally substituted heterocyclylalkyl;
(e) optionally substituted heterocyclylalkoxy;
(f) optionally substituted heterocyclylalkylamino;
(g) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14}, $-SO_2NR^{15}R^{16}$ - $NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or

(h) Z-alkylene-$NR^{30}R^{31}$ where Z is -NH-, -N(alkyl)- or -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

17. (Amended herein) The method of Claim 16, wherein R^3 is heteroalkyl.

18. (Amended herein) The method of Claim 17, wherein R^3 is at the 3-position and is selected from the group consisting of 2-dimethylaminoethyl, 3-dimethylaminopropyl, 4-dimethylaminobutyl, hydroxymethyl, 1,2-dihydroxyethyl, 3-hydroxy-3-methyl-1-butyl or 3-hydroxybutyl.

19. (Amended herein) The method of Claim 18, wherein R^5 is 2-F and R^6 is 4-F.

20. (Amended herein) The method of Claim 18, wherein R^5 is 4-F and R^6 is hydrogen.

21. (Amended herein) The method of Claim 18, wherein R^5 is 2-Me and R^6 is hydrogen.

22. (Amended herein) The method of Claim 16, wherein R^3 is heteroalkoxy or heteroalkylamino.

23. (Amended herein) The method of Claim 22, wherein R^3 is at the 3-position and is selected from the group consisting of 3-dimethylaminopropoxy, 2-dimethylaminoethoxy, 2-hydroxyethoxy, 2,3-dihydroxypropoxy, 2,2-(dihydroxymethyl)ethoxy, 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.

24. (Amended herein) The method of Claim 23 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.

25. (Amended herein) The method of Claim 16, wherein R^3 is optionally substituted heterocyclylalkyl, optionally substituted heterocyclylalkoxy or optionally substituted heterocyclylalkylamino.

26. (Amended herein) The method of Claim 25, wherein R^3 is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl, 4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino, 4-hydroxy-piperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.

27. (Amended herein) The method of Claim 26 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.

28. (Amended herein) The method of Claim 16 wherein R^3 is -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14}, -$SO_2NR^{15}R^{16}$ -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl.

29. (Amended herein) The method of Claim 28, wherein Y is a single bond and R^9 is SO_2R^{14} or -$SO_2NR^{15}R^{16}$.

30. (Amended herein) The method of Claim 29 wherein R^3 is methylsulfonylethyl or sulfamoylethyl.

31. (Amended herein) The method of Claim 30 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.